

United States Bankruptcy Court Southern District of New York						Voluntary Petition			
Name of Debtor (if individual, enter Last, First, Middle): <b>Charter Communications, Inc.</b>						Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):						All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):			
Last four digits of Soc. Sec/Complete EIN or other Tax I.D. No. (if more than one, state all): 43-1857213						Last four digits of Soc. Sec/Complete EIN or other Tax I.D. No. (if more than one, state all):			
Street Address of Debtor (No and Street, City, and State): 12405 Powerscourt Drive St. Louis, MO						Street Address of Joint Debtor (No and Street, City, and State):			
ZIP CODE: 63131						ZIP CODE:			
County of Residence or the Principal Place of Business: St. Louis County						County of Residence or the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):						Mailing Address of Joint Debtor (if different from street address):			
ZIP CODE:						ZIP CODE:			
Location of Principal Assets of Business Debtor (if different from street address above):									
ZIP CODE: 29555									
<b>Type of Debtor</b> (Form of Organization) (Check one box)		<b>Nature of Business</b> (Check one box.)				<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)			
<input type="checkbox"/> Individual (Includes Joint Debtors) <i>See Exhibit D. on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business. <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other: Cable and Telephone Operations				<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13			
		<b>Tax-Exempt Entity</b> (Check box, if applicable.)				<b>Nature of Debts</b> (Check one box.)			
		<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).				<input type="checkbox"/> Debts are primarily consumer primarily debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee</b> (Check one box)									
<b>Chapter 11 Debtors</b>									
<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is a not small business debtor as defined in 11 U.S.C. § 101(51D).									
<b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.									
<b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).									
<b>Statistical/Administrative Information</b>									
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									
<b>THIS SPACE IS FOR COURT USE ONLY</b>									
<b>Estimated Number of Creditors (Consolidated with affiliated Debtors)</b>									
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	Over 100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>Estimated Assets (Consolidated with affiliated Debtors)</b>									
\$0 to 50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<b>Estimated Liabilities (Consolidated with affiliated Debtors)</b>									
\$0 to 50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Charter Communications, Inc.</b>	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>See attached Schedule 1</b>	Case Number:	Date Filed:	
District: Southern District of New York	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>  (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Charter Communications, Inc.</b>
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct.  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only <b>one</b> box.)  <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.  <input type="checkbox"/> Pursuant to 11 U.S.C. § 1515, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
<b>X</b> <hr/> Signature of Debtor	<b>X</b> <hr/> Signature of Joint Debtor	<b>X</b> <hr/> (Signature of Foreign Representative)
Telephone Number (if not represented by attorney)		<hr/> (Printed Name of Foreign Representative)
Date		Date
<b>Signature of Attorney</b>  <b>X</b> <u>/s/ Ray C. Schrock</u> Signature of Attorney for Debtor(s) <u>Ray C. Schrock</u> Printed Name of Attorney for Debtor(s) <u>Kirkland &amp; Ellis LLP</u> <b>Firm Name</b> <u>Citigroup Center</u> <b>Address</b> <u>153 East 53rd Street</u>  <u>New York, NY 10022-4611</u>  <u>(212) 446-4800</u> <b>Telephone Number</b> <u>3/27/2009</u> Date		<b>Signature of Non-Attorney Petition Preparer</b>  I declare under penalty of perjury that: (1) I am a bankruptcy petition prepared as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.  <hr/> Printed Name and title, if any, of Bankruptcy Petition Preparer
		<hr/> Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  <hr/> Address
		<hr/> <hr/> Date
		Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.
		Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
<i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		

## Schedule 1

### Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On March 27, 2009 each of the entities listed below filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Charter Communications, Inc.

1	Ausable Cable TV, Inc.
2	Hometown TV, Inc.
3	Plattsburgh Cablevision, Inc.
4	Charter Communications Entertainment I, LLC
5	Falcon First Cable of New York, Inc.
6	Charter Communications, Inc.
7	Charter Communications Holding Company, LLC
8	CCHC, LLC
9	Charter Communications Holdings, LLC
10	CCH I Holdings, LLC
11	CCH I, LLC
12	CCH II, LLC
13	CCO Holdings, LLC
14	Charter Communications Operating, LLC
15	American Cable Entertainment Company, LLC
16	Athens Cablevision, Inc.
17	Cable Equities Colorado, LLC
18	Cable Equities of Colorado Management Corp.
19	CC 10, LLC
20	CC Fiberlink, LLC

21	CC Michigan, LLC
22	CC Systems, LLC
23	CC V Holdings, LLC
24	CC VI Fiberlink, LLC
25	CC VI Operating, LLC
26	CC VII Fiberlink, LLC
27	CC VIII Fiberlink, LLC
28	CC VIII Holdings, LLC
29	CC VIII Leasing of Wisconsin, LLC
30	CC VIII Operating, LLC
31	CC VIII, LLC
32	CCH I Capital Corp.
33	CCH I Holdings Capital Corp.
34	CCH II Capital Corp.
35	CCO Fiberlink, LLC
36	CCO Holdings Capital Corp.
37	CCO NR Holdings, LLC
38	CCO Purchasing, LLC
39	Charter Advertising of Saint Louis, LLC
40	Charter Cable Leasing of Wisconsin, LLC
41	Charter Cable Operating Company, L.L.C.
42	Charter Cable Partners, L.L.C.
43	Charter Communications Entertainment, LLC
44	Charter Communications Entertainment I, DST

45	Charter Communications Entertainment II, LLC
46	Charter Communications Holdings Capital Corporation
47	Charter Communications Operating Capital Corp.
48	Charter Communications Properties LLC
49	Charter Communications V, LLC
50	Charter Communications Ventures, LLC
51	Charter Communications VI, LLC
52	Charter Communications VII, LLC
53	Charter Communications, LLC
54	Charter Distribution, LLC
55	Charter Fiberlink – Alabama, LLC
56	Charter Fiberlink AR-CCVII, LLC
57	Charter Fiberlink AZ-CCVII, LLC
58	Charter Fiberlink CA-CCO, LLC
59	Charter Fiberlink CA-CCVII, LLC
60	Charter Fiberlink CC VIII, LLC
61	Charter Fiberlink CCO, LLC
62	Charter Fiberlink CT-CCO, LLC
63	Charter Fiberlink – Georgia, LLC
64	Charter Fiberlink ID-CCVII, LLC
65	Charter Fiberlink – Illinois, LLC
66	Charter Fiberlink IN-CCO, LLC
67	Charter Fiberlink KS-CCO, LLC
68	Charter Fiberlink LA-CCO, LLC

69	Charter Fiberlink MA-CCO, LLC
70	Charter Fiberlink – Michigan, LLC
71	Charter Fiberlink – Missouri, LLC
72	Charter Fiberlink MS-CCVI, LLC
73	Charter Fiberlink NC-CCO, LLC
74	Charter Fiberlink NC-CCVII, LLC
75	Charter Fiberlink – Nebraska, LLC
76	Charter Fiberlink NH-CCO, LLC
77	Charter Fiberlink NM-CCO, LLC
78	Charter Fiberlink NV-CCVII, LLC
79	Charter Fiberlink NY-CCO, LLC
80	Charter Fiberlink NY-CCVII, LLC
81	Charter Fiberlink OH-CCO, LLC
82	Charter Fiberlink OK-CCVII, LLC
83	Charter Fiberlink OR-CCVII, LLC
84	Charter Fiberlink SC-CCO, LLC
85	Charter Fiberlink SC-CCVII, LLC
86	Charter Fiberlink – Tennessee, LLC
87	Charter Fiberlink TX-CCO, LLC
88	Charter Fiberlink UT-CCVII, LLC
89	Charter Fiberlink VA-CCO, LLC
90	Charter Fiberlink VT-CCO, LLC
91	Charter Fiberlink WA-CCVII, LLC
92	Charter Fiberlink – Wisconsin, LLC

93	Charter Fiberlink WV-CCO, LLC
94	Charter Fiberlink, LLC
95	Charter Gateway, LLC
96	Charter Helicon, LLC
97	Charter Investment, Inc.
98	Charter RMG, LLC
99	Charter Stores FCN, LLC
100	Charter Video Electronics, Inc.
101	Dalton Cablevision, Inc.
102	Enstar Communications Corporation
103	Falcon Cable Communications, LLC
104	Falcon Cable Media, a California Limited Partnership
105	Falcon Cable Systems Company II, L.P.
106	Falcon Cablevision, a California Limited Partnership
107	Falcon Community Cable, L.P.
108	Falcon Community Ventures I, LP
109	Falcon First Cable of the Southeast, Inc.
110	Falcon First, Inc.
111	Falcon Telecable, a California Limited Partnership
112	Falcon Video Communications, L.P.
113	Helicon Partners I, L.P.
114	HPI Acquisition Co., L.L.C.
115	Interlink Communications Partners, LLC
116	Long Beach, LLC

117	Marcus Cable Associates, L.L.C.
118	Marcus Cable of Alabama, L.L.C.
119	Marcus Cable, Inc.
120	Midwest Cable Communications, Inc.
121	Peachtree Cable TV, L.P.
122	Peachtree Cable T.V., LLC
123	Renaissance Media LLC
124	Rifkin Acquisition Partners, LLC
125	Robin Media Group, Inc.
126	Scottsboro TV Cable, Inc.
127	Tennessee, LLC
128	The Helicon Group, L.P.
129	Tioga Cable Company, Inc.
130	Vista Broadband Communications, LLC

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re )  
Charter Communications, Inc., ) Chapter 11  
Debtor. ) Case No. 09-\_\_\_\_ (\_\_\_\_)  
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**EXHIBIT A TO VOLUNTARY PETITION OF CHARTER COMMUNICATIONS, INC.**

1. If any of Debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is: 0001091667
2. The following financial data is the latest available information and refers to the Debtor's condition on December 31, 2008<sup>1</sup>
  - (a) Total assets: \$13,881,617,723;
  - (b) Total debts: \$24,185,668,550;
  - (c) The Debtor have 13,069,886,141 publicly traded debt; and
  - (d) Description of publicly traded equity:
    - (i) Number of outstanding shares as of December 31, 2008: 411,737,894 class A; 50,000 class B; and
    - (ii) Approximate number of holders as of December 31, 2008: 4,500.
3. Brief description of the Debtors' business: Charter Communications, Inc., through its subsidiaries, operates as a broadband communication company in the United States. It principally offers video services, high-speed Internet services, and telephone services to residential and commercial customers on a subscription basis.
4. As of December 31, 2008, the Debtors believe that the following persons own, control, or hold, directly or indirectly, with power to vote, 5% or more of the voting securities of the Debtors: Paul Allen.

<sup>1</sup> Total assets and liabilities represent the financial data of Charter Communications, Inc., consolidated with affiliated Debtors.

**CERTIFICATE**

The undersigned, Grier Raclin, Executive Vice President, General Counsel, and Corporate Secretary of Charter Communications, Inc. (the “Company”), a Delaware corporation, hereby certifies as follows:

1. I am the duly qualified and elected Executive Vice President, General Counsel, and Corporate Secretary and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true, complete, and correct copy of the resolutions of the board of directors of the Company (the “Board of Directors”), duly adopted at a meeting of the Board of Directors held on the 25th day of March, 2009, in accordance with the bylaws of the Company.
3. The attached resolutions have not been amended, altered, annulled, rescinded or revoked and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 25th of March, 2009.



By: \_\_\_\_\_

Name: Grier Raclin

Title: Executive Vice President, General Counsel, and Corporate Secretary

**RESOLUTIONS OF THE BOARD OF DIRECTORS**  
**OF CHARTER COMMUNICATIONS, INC. (the "Company")**

WHEREAS, the Board of Directors of the Company (the “Board of Directors”) has reviewed the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company’s businesses; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the legal and financial advisors of the Company and fully consider each of the strategic alternatives available to the Company;

**I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code**

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief (a “Chapter 11 Case” and, collectively with the voluntary petition to be filed by each other Company, jointly with Charter Investment, Inc., the “Chapter 11 Cases”)) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and be it

FURTHER RESOLVED, that the officers of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general restructuring counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the

Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Curtis, Mallet-Prevost, Colt & Mosle LLP as conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Curtis, Mallet-Prevost, Colt & Mosle LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Ernst & Young LLP as tax advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Ernst & Young LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of KPMG LLP as independent auditor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of KPMG LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Duff &

Phelps, LLC as valuation consultant to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Duff & Phelps, LLC; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co. LLC as financial advisor and investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co. LLC; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of AlixPartners, LLC as restructuring consultant to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of AlixPartners, LLC; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Davis Wright Tremaine LLP as regulatory counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Davis Wright Tremaine LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Friend Hudak & Harris, LLP as regulatory counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Friend Hudak & Harris, LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

## **II. Cash Collateral Agreement**

RESOLVED, that in connection with the commencement of the Chapter 11 Case by the Company, any Authorized Officer be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver agreements for the use of cash collateral in connection with the Company's Chapter 11 Case, which agreement(s) may require the Company to grant liens and pay interest to the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

## **III. Appointment of Chief Restructuring Officer**

RESOLVED, that Gregory L. Doody be, and hereby is, appointed as Chief Restructuring Officer of the Company, which position shall constitute an Authorized Officer in accordance with these resolutions, to serve in such capacity until his successor is duly elected and qualified or until his earlier death, resignation or removal.

**IV. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code by Certain LLC Subsidiaries**

WHEREAS, the Company is the sole manager of each of the subsidiaries listed on Annex A hereto (each, an “LLC Subsidiary,” or collectively, the “LLC Subsidiaries”);

WHEREAS, the Board of Directors has reviewed the materials presented by the management and the legal and financial advisors of each LLC Subsidiary regarding the liabilities and liquidity situation of such LLC Subsidiary, the strategic alternatives available to it and the impact of the foregoing on such LLC Subsidiary’s businesses;

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the legal and financial advisors of each LLC Subsidiary and fully consider each of the strategic alternatives available to such LLC Subsidiary;

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of each LLC Subsidiary, its creditors and other parties in interest, that such LLC Subsidiary file or cause to be filed for each a voluntary petition for relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code; and be it

FURTHER RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company, whether on behalf of itself or as the sole manager of the general partner of each LLC Subsidiary, all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief for each LLC Subsidiary, including, without limitation, any action necessary to maintain the ordinary course operation of each LLC Subsidiary’s business.

**V. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code by Certain LP Subsidiaries**

WHEREAS, the Company is (i) the sole manager of Charter Communications VII, LLC (“Charter Communications VII”), which in turn is the general partner of each of the subsidiaries listed on Annex B hereto, (ii) the sole manager of Charter Helicon, LLC, which in turn is the general partner of each of Helicon Partners I, LP, a Delaware limited partnership, and The Helicon Group, LP, a Delaware limited partnership, (iii) the sole manager

of Falcon Cable Communications, LLC, which in turn is the general partner of Falcon Community Ventures I, L.P., a California limited partnership, and (iv) the sole manager of Charter Communications, LLC, which in turn is the general partner of Peachtree Cable TV, L.P., a Delaware limited partnership (the limited partnerships referred to in clauses (i) through (iv), each, an "LP Subsidiary," or collectively, the "LP Subsidiaries");

WHEREAS, the Board of Directors has reviewed the materials presented by the management and the legal and financial advisors of each LP Subsidiary regarding the liabilities and liquidity situation of such LP Subsidiary, the strategic alternatives available to it and the impact of the foregoing on such LP Subsidiary's businesses; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the legal and financial advisors of each LP Subsidiary and fully consider each of the strategic alternatives available to such LP Subsidiary;

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of each LP Subsidiary, its creditors and other parties in interest, that each such LP Subsidiary file or cause to be filed a voluntary petition for each for relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code; and be it

FURTHER RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company, whether on behalf of itself or as the sole manager of the general partner of each LP Subsidiary, all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief for each LP Subsidiary, including, without limitation, any action necessary to maintain the ordinary course operation of each LP Subsidiary's business.

**VI. Voluntary Petition Under Title 11 of the United States Bankruptcy Code by Charter Communications Entertainment I, DST**

WHEREAS, the Company is the sole Administrator of Charter Communications Entertainment I, DST, a Delaware statutory trust (the "Trust");

WHEREAS, the Board of Directors has reviewed the materials presented by the management and the legal and financial advisors

of the Trust, and has had the opportunity to consult with the management and the legal and financial advisors of the Company, regarding the financial condition of the Trust, the alternatives available to it and the impact of the foregoing on the Trust's businesses and properties;

RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Trust, its creditors and other parties in interest, that the Trust file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the Bankruptcy Code; and be it

FURTHER RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief for the Trust, including, without limitation, any action necessary to manage the Trust's properties in the ordinary course of business.

## **VII. Further Actions and Prior Actions**

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board of Director of the Company and that the Authorized Officer did execute the same.

\* \* \* \* \*



## Annex A

All LLC entities organized under Delaware law unless otherwise noted.

CCHC, LLC  
Charter Communications Holdings, LLC  
CCH I Holdings, LLC  
CCH I, LLC  
CCH II, LLC  
CCO Holdings, LLC  
American Cable Entertainment Company, LLC  
Cable Equities Colorado, LLC  
CC 10, LLC  
CC Fiberlink, LLC  
CC Michigan, LLC  
CC Systems, LLC  
CC V Holdings, LLC  
CC VI Fiberlink, LLC  
CC VI Operating, LLC  
CC VII Fiberlink, LLC  
CC VIII Fiberlink, LLC  
CC VIII Holdings, LLC  
CC VIII Leasing of Wisconsin, LLC (Wisconsin)  
CC VIII Operating, LLC  
CC VIII, LLC  
CCO Fiberlink, LLC  
CCO NR Holdings, LLC  
CCO Purchasing, LLC  
Charter Advertising of Saint Louis, LLC  
Charter Cable Leasing of Wisconsin, LLC (Wisconsin)  
Charter Cable Operating Company, L.L.C.  
Charter Cable Partners, LLC  
Charter Communications Entertainment I, LLC  
Charter Communications Entertainment II, LLC  
Charter Communications Entertainment, LLC  
Charter Communications Holding Company, LLC  
Charter Communications Operating, LLC  
Charter Communications Properties LLC  
Charter Communications V, LLC  
Charter Communications Ventures, LLC  
Charter Communications VI, LLC  
Charter Communications VII, LLC  
Charter Communications, LLC  
Charter Distribution, LLC  
Charter Fiberlink - Alabama, LLC

Charter Fiberlink - Georgia, LLC  
Charter Fiberlink - Illinois, LLC  
Charter Fiberlink - Michigan, LLC  
Charter Fiberlink - Missouri, LLC  
Charter Fiberlink - Nebraska, LLC  
Charter Fiberlink - Tennessee, LLC  
Charter Fiberlink - Wisconsin, LLC  
Charter Fiberlink AR - CCVII, LLC  
Charter Fiberlink AZ - CCVII, LLC  
Charter Fiberlink CA - CCO, LLC  
Charter Fiberlink CA - CCVII, LLC  
Charter Fiberlink CT - CCO, LLC  
Charter Fiberlink ID - CCVII, LLC  
Charter Fiberlink IN - CCO, LLC  
Charter Fiberlink KS - CCO, LLC  
Charter Fiberlink LA - CCO, LLC  
Charter Fiberlink MA - CCO, LLC  
Charter Fiberlink MS - CCVI, LLC  
Charter Fiberlink NC - CCO, LLC  
Charter Fiberlink NC - CCVII, LLC  
Charter Fiberlink NH - CCO, LLC  
Charter Fiberlink NM - CCO, LLC  
Charter Fiberlink NV - CCVII, LLC  
Charter Fiberlink NY - CCO, LLC  
Charter Fiberlink NY - CCVII, LLC  
Charter Fiberlink OH - CCO, LLC  
Charter Fiberlink OK - CCVII, LLC  
Charter Fiberlink OR - CCVII, LLC  
Charter Fiberlink SC - CCO, LLC  
Charter Fiberlink SC - CCVII, LLC  
Charter Fiberlink TX - CCO, LLC  
Charter Fiberlink UT - CCVII, LLC  
Charter Fiberlink VA - CCO, LLC  
Charter Fiberlink VT - CCO, LLC  
Charter Fiberlink WA - CCVII, LLC  
Charter Fiberlink WV - CCO, LLC  
Charter Fiberlink, LLC  
Charter Fiberlink CCO, LLC  
Charter Fiberlink CC VIII, LLC  
Charter Gateway, LLC  
Charter Helicon, LLC  
Charter RMG, LLC  
Charter Stores FCN, LLC  
Falcon Cable Communications, LLC  
HPI Acquisition Co., L.L.C.  
Interlink Communications Partners, LLC

Long Beach, LLC  
Marcus Cable Associates, L.L.C.  
Marcus Cable of Alabama, L.L.C.  
Peachtree Cable T.V., LLC  
Renaissance Media LLC  
Rifkin Acquisition Partners, LLC  
Tennessee, LLC  
Vista Broadband Communications, LLC

**Annex B**

All LP entities organized under Delaware law except as noted.

Falcon Cable Systems Company II, L.P. (California)  
Falcon Cablevision, a California Limited Partnership (California)  
Falcon Cable Media, a California Limited Partnership (California)  
Falcon Community Cable, L.P.  
Falcon Telecable, a California Limited Partnership (California)  
Falcon Video Communications, L.P.